

EXHIBIT C

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

The NewinCo, Inc.

TO: Department Of Consumer And Regulatory Affairs
Business And Professional Licensing Administration
Corporations Division

We, the undersigned natural persons of the age of eighteen years or more, authorized to act on behalf of the corporation described below, present the following amended and restated articles of incorporation duly proposed and adopted in accordance with all applicable provisions of Title 29, Chapter 1 of the D.C. Code as amended.

FIRST: The present name or the restated name of the corporation is

NewinCo, Inc. (The)

The original corporate name of the corporation was Marcia Newell, Inc., as set forth in the original articles of incorporation filed December 9, 2003; which name was duly changed pursuant to amendment to the articles of incorporation filed May 20, 2004.

SECOND: The period of its duration or perpetual.

THIRD: These amended and restated articles of incorporation were duly adopted by the sole director and with the vote of the sole shareholder.

FOURTH: The corporation is authorized to engage in any business permitted under Title 29, Section 101.03 of the District of Columbia Code, as amended and to perform all acts and exercise all powers to the full extent permitted to corporations under Title 29, Section 101.04 of the District of Columbia Code, as amended.

FIFTH: The aggregate number of shares which the corporation shall be entitled to issue is one thousand (1000) shares of common stock, par value \$1.00 per share.

SIXTH: The internal affairs of the corporation shall be governed under bylaws which may be amended by the directors or by the shareholders.

SEVENTH: Shareholders shall not have preemptive rights to acquire additional shares.

EIGHTH: The address of the current registered office of the corporation is 1901 Pennsylvania Ave, NW, Suite 902, Washington, DC 20006, and the name of its registered agent at such address is Marcia B. Newell. The address, including street and number, of its principal office where it conducts business is 1901 Pennsylvania Avenue, NW, Suite 902, Washington, DC 20006.

NINTH: The number of directors constituting the board of directors shall be one (until such time as the number shall be changed in accordance with the corporation's bylaws), and the

name and address of such director who shall serve until her successor is duly elected and qualified is Marcia B. Newell, 1901 Pennsylvania Ave, NW., Suite 902, Washington, DC 20006.

CORPORATE SEAL



Marcia B. Newell, Chief Executive Officer



Leslie K. Miles, Secretary

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



CERTIFICATE

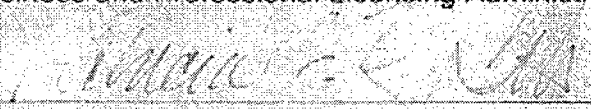
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and accordingly, this **CERTIFICATE OF RESTATED ARTICLES** is hereby issued to:

THE NEWINCO, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **5th day of August, 2009.**

LINDA K. ARGO
Director

Business and Professional Licensing Administration


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M.
Fenty Mayor

THE NEWINCO, INC.
(a District of Columbia corporation)

BY - LAWS

ARTICLE I
OFFICES

Section 1.1. *Registered Office.* The registered office shall be in the City of Washington, District of Columbia, and until changed in accordance with these bylaws shall be located at 1901 Pennsylvania Ave, NW., Suite 902, Washington, DC 20006.

Section 1.2. *Other Offices.* The corporation may also have offices at such other places both within and without the District of Columbia as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II
MEETINGS OF STOCKHOLDERS

Section 2.1. *Time and Place and Order of Business.*

(a) All meetings of the stockholders for the election of Directors shall be held in Washington at such place as may be fixed from time to time by the Board of Directors, or at such other place either within or without the District of Columbia as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the District of Columbia, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

(b) The order of business at stockholder meeting shall be:

1. Roll call
2. Proof or waiver of notice
3. Report of Officers
4. Report of Committees
5. Election (if any) of Directors

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6. Unfinished Business
7. New Business

Section 2.2. *Annual Meetings of Stockholders.* Annual meetings of stockholders, commencing with the year 2009, shall be held on the First Monday of September, if not a legal holiday, and if a legal holiday, then on the next secular day following, at four PM, or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which they shall elect by a plurality vote a Board of Directors, and transact such other business as may properly be brought before the meeting.

Section 2.3. *Notice of Stockholder Meetings.* Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than 10 nor more than 60 days before the date of the meeting.

Section 2.4. *List of Stockholders Entitled to Vote.* The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders as of the record date and entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 2.5. *Special Meetings of Stockholders.* Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chief executive officer and shall be called by the chief executive officer or secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of stockholders owning a majority in

amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 2.6. *Notice of Special Stockholder Meetings.* Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 2.7. *Business at Special Stockholder Meetings.* Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 2.8. *Quorum for Stockholder Meetings; Adournment.* The holders of a majority of the common stock issued and outstanding who are present in person or represented by proxy and entitled to vote, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 2.9. *Majority Decisions.* When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 2.10. *Votes per Share.* Unless otherwise provided in the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to

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one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

Section 2.11. *Actions by Stockholders in Lieu of Meetings.* Any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III DIRECTORS

Section 3.1. *Minimum and Maximum Numbers. Election.* The number of directors which shall constitute the entire Board of Directors shall be one, unless by action of the Board of Directors a higher number is set, in which case the number shall be no less than three and no more than five directors. The first Board shall consist of a single director. Thereafter, within the limits above specified, the number of Directors shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 3.2 of this Article, and each director elected shall hold office until her successor is elected and qualified. Directors need not be stockholders.

Section 3.2. *Vacancies; Change in Number.* Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly

created directorship, the directors then in office shall constitute less than a majority of the entire Board of Directors (as constituted immediately prior to any such increase), the Superior Court of the District of Columbia may, upon application of any stockholder or stockholders holding at least ten percent of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Section 3.3. *Management of Business by Directors.* The business of the corporation shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these bylaws directed or required to be exercised or done by the stockholders. A duly elected Chairman, who shall serve in that capacity until her replacement is duly elected and qualifies, shall preside over all meetings of the Board of Directors; in her absence, the directors present at the meeting shall appoint a chairman for the meeting.

Section 3.4. *Place of Board Meetings.* The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the District of Columbia.

Section 3.5. *First Meetings.* The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors, or such meeting may be held by an action in writing in lieu of meeting, as is provided in these By-laws. At such first meeting the Board of Directors shall elect one of their members as Chairman of the Board, who shall thereafter preside at all subsequent meetings of the Board.

Section 3.6. *Notices of Board Meetings.* Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 3.7. *Special Meetings of the Board.* Special meetings of the Board may be called by the chief executive officer on two days' notice to each director, either personally or by mail or by facsimile communication; special meetings shall be called by the chief executive officer or secretary in like manner and on like notice on the written request of two Directors unless the Board consists of only one director; in which case special meetings shall be called by the chief executive officer or secretary in like manner and on like notice on the written request of the sole director.

Section 3.8. *Quorum for Board Meetings, Adjournment.* At all meetings of the Board, a majority of Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the Board of Directors the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.9. *Actions in Writing in Lieu of Board Meetings.* Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 3.10. *Telephonic Meetings.* Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

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Section 3.11. *Board Committees.* The Board of Directors may, by resolution passed by a majority of the entire Board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or the certificate of incorporation expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock or to adopt a certificate of ownership and merger. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 3.12. *Committee Minutes.* Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 3.13. *Compensation of Directors.* Unless otherwise restricted by the certificate of incorporation or these bylaws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as a

director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 3.14. *Removal of Directors.* Unless otherwise restricted by the certificate of incorporation or by law, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of shares entitled to vote at an election of Directors.

ARTICLE IV NOTICES

Section 4.1. *Nature.* Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at her address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by facsimile telecommunication.

Section 4.2. *Waivers of Notice.* Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V OFFICERS

Section 5.1. *Officers.* The officers of the corporation shall be chosen by the Board of Directors and shall include a chief executive officer, a vice-president, a treasurer, a secretary, and a general counsel. The Board of Directors may also choose one or more vice presidents, assistant vice presidents, assistant secretaries and assistant treasurers. Any number of offices may be held by the same person, unless the certificate of incorporation or these by-laws otherwise provide.

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Section 5.2. *Annual Selection of Certain Officers.* The Board of Directors at its first meeting after each annual meeting of stockholders shall appoint the Chief executive officer, the Vice President, the Treasurer, the Secretary and the General Counsel of the corporation.

Section 5.3. *Terms for Other Officers and Agents.* The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 5.4. *Salaries and Compensation.* The salaries and compensation of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 5.5. *Terms of Officers; Removal.* The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

Section 5.6. *Duties of the Chief Executive Officer.* The Chief Executive Officer of the corporation shall be its senior officer and shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. She shall have such other duties as may be designated from time to time by the Board of Directors.

Section 5.7. *Powers of the Chief Executive Officer.* The Chief Executive Officer shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Section 5.8 *Absence or Inability of the Chief Executive Officer to Act.* In the absence of the Chief Executive Officer, the Vice President (and, in her absence, any other vice president in the order of any designation, or if there is no designation, then in the

order of their election) shall perform the duties of the Chief Executive Officer, and when so acting, shall have all the powers of and be subject to all the restrictions upon, the Chief Executive Officer.

Section 5.9. *Vice President.* The Vice President shall have such executive functions as may be prescribed from time to time by the Board of Directors.

Section 5.10. *Chief Financial Officer.* The Chief Financial Officer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 5.11. *Treasurer.* The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all her transactions as Treasurer and of the financial condition of the corporation.

Section 5.12. *Secretary.* The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the Chief Executive Officer, under whose supervision she shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by her signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by her signature.

Section 5.13. *General Counsel.* The General Counsel shall be the senior legal officer of the corporation and shall attend all meetings of the Board of Directors and all meetings of the stockholders.

Section 5.14. *Bond.* If required by the Board of Directors, the Chief Financial Officer and the Treasurer shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of those offices and for the restoration to the corporation, in case of the death, resignation, retirement or removal from office of either of them, of all books, papers, vouchers, money and other property of whatever kind in her possession or under her control belonging to the corporation.

ARTICLE VI CERTIFICATES FOR SHARES

Section 6.1. *Certificates.* The shares of the corporation shall be represented by a certificate or shall be uncertificated. Certificates shall be signed in the name of the corporation by the Chief Executive Officer or the Vice President, and by any one of the following: the Treasurer, an assistant treasurer, the Secretary, or an assistant secretary.

Section 6.2. *Facsimile Signatures.* Any of or all the signatures on a certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if she were such officer, transfer agent or registrar at the date of issue.

Section 6.3. *Lost Certificates.* The Board of Directors may direct a new certificate or certificates or uncertificated shares to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates or uncertificated shares, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 6.4. *Transfers of Stock.* Transfers of ownership of stock shall be made only on the stock ledger of the corporation. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares such uncertificated shares shall be canceled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the corporation.

Section 6.5. *Record Date for Stockholders.* In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6.6. *Registered Stockholders.* The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the District of Columbia.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1. *Dividends; Declaration and Payment.* Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 7.2. *Reserve from Corporate Funds.* Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the Board of Directors from time to time, in its absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the Board of Directors shall think conducive to the interest of the corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

Section 7.3. *Annual Statement.* The Board of Directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

Section 7.4. *Checks.* All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 7.5. *Fiscal Year.* The fiscal year of the corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

Section 7.6. *Seal.* The corporate seal, an impression of which shall be affixed to the original copy of these bylaws, shall have inscribed thereon the name of the corporation, the year 1996, and the words "Corporate Seal, District of Columbia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 7.7. Indemnification. The corporation shall indemnify its Directors, officers, employees and agents to the extent permitted by the laws of the District of Columbia.

ARTICLE VIII AMENDMENTS

Section 8.1. These by-laws may be altered, amended or repealed or new by-laws may be adopted by the stockholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the certificate of incorporation at any regular meeting of the stockholders or of the Board of Directors or at any special meeting of the stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such special meeting. If the power to adopt, amend or repeal bylaws is conferred upon the Board of Directors by the certificate of incorporation it shall not divest or limit the power of the stockholders to adopt, amend or repeal by-laws.